

SANUWAVE Health, Inc.
Form 424B3
November 13, 2013

Filed pursuant to Rule 424(b)(3) and Rule 424(c)

File No. 333-187625

**Prospectus Supplement No. 3
(To Prospectus dated July 15, 2013)**

SANUWAVE HEALTH, INC.

**Up to 10,909,091 Units Consisting of
10,909,091 Shares of Common Stock and
Warrants to Purchase 5,454,545 Shares of Common Stock**

This prospectus supplement supplements the prospectus dated July 15, 2013 (the “Prospectus”), related to the offering of up to 10,909,091 Units at a purchase price of \$0.55 per Unit, with each Unit consisting of one share of our common stock and a warrant to purchase up to an additional 1/2 share of our common stock at an exercise price per share of \$0.80. The securities are being offered on a “best efforts” basis, and we are not required to sell any specific dollar amount or number of Units. This prospectus supplement should be read in conjunction with the Prospectus.

This prospectus supplement contains the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 filed by the Company with the Securities and Exchange Commission on November 12, 2013 (the “10-Q”). The 10-Q, as filed (but without the exhibits filed with the 10-Q), is set forth below. This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the Prospectus. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement updates and supersedes the information contained in the Prospectus.

**Investing in our common stock involves a high degree of risk.
See Risk Factors beginning on page 6 of the Prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 13, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to

Commission File Number 000-52985

SANUWAVE Health, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of

incorporation or organization)

20-1176000

(I.R.S. Employer

Identification No.)

11475 Great Oaks Way, Suite 150

Alpharetta, GA

30022

(Address of principal executive offices) (Zip Code)

(770) 419-7525

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 8, 2013, there were issued and outstanding 37,561,515 shares of the registrant's common stock, \$0.001 par value.

SANUWAVE Health, Inc.

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Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q of SANUWAVE Health, Inc. and its subsidiaries (“SANUWAVE” or the “Company”) contains forward-looking statements. All statements in this Quarterly Report on Form 10-Q, including those made by the management of the Company, other than statements of historical fact, are forward-looking statements. Examples of forward-looking statements include statements regarding the Company’s future financial results, clinical trial results, regulatory approvals, operating results, business strategies, projected costs, products, competitive positions, management’s plans and objectives for future operations, and industry trends. These forward-looking statements are based on management’s estimates, projections and assumptions as of the date hereof and include the assumptions that underlie such statements. Forward-looking statements may contain words such as “may,” “will,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” and “co” negative of these terms, or other comparable terminology. Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in the reports we file with the Securities and Exchange Commission, specifically the sections titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012, filed on March 26, 2013 and in the Company’s Quarterly Reports on Form 10-Q. Other risks and uncertainties are and will be disclosed in the Company’s prior and future Securities and Exchange Commission (the “SEC”) filings. These and many other factors could affect the Company’s future financial condition and operating results and could cause actual results to differ materially from expectations based on forward-looking statements made in this document or elsewhere by the Company or on its behalf. The Company undertakes no obligation to revise or update any forward-looking statements. The following information should be read in conjunction with the financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012, filed on March 26, 2013.

Except as otherwise indicated by the context, references in this Quarterly Report on Form 10-Q to “we,” “us” and “our” are to the consolidated business of the Company.

PART I — FINANCIAL INFORMATION**Item 1. FINANCIAL STATEMENTS (UNAUDITED)**

SANUWAVE HEALTH, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	September 30, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$333,830	\$70,325
Accounts receivable - trade, net of allowance for doubtful accounts of \$44,475 in 2013 and \$44,124 in 2012	65,920	87,826
Inventory	243,758	292,665
Prepaid expenses	88,760	128,495
TOTAL CURRENT ASSETS	732,268	579,311
PROPERTY AND EQUIPMENT , at cost, less accumulated depreciation (Note 4)	18,006	32,842
OTHER ASSETS	11,384	11,358
INTANGIBLE ASSETS , at cost, less accumulated amortization (Note 5)	996,958	1,227,025
TOTAL ASSETS	\$1,758,616	\$1,850,536
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	\$390,040	\$555,898
Accrued expenses (Note 6)	833,641	721,916
Accrued employee compensation	428,233	534,659
Promissory notes (Note 7)	36,450	-
Subscription payable for senior secured convertible promissory notes (Note 8)	-	438,516
Interest payable, related parties (Note 9)	81,864	81,864
Capital lease payable, current portion (Note 13)	5,220	4,933
Liabilities related to discontinued operations	655,061	655,061
TOTAL CURRENT LIABILITIES	2,430,509	2,992,847
NON-CURRENT LIABILITIES		
Notes payable, related parties (Note 9)	5,372,743	5,372,743

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Capital lease payable, non-current portion (Note 13)	-	3,951
TOTAL NON-CURRENT LIABILITIES	5,372,743	5,376,694
TOTAL LIABILITIES	7,803,252	8,369,541
COMMITMENTS AND CONTINGENCIES (Note 13)		
STOCKHOLDERS' DEFICIT		
PREFERRED STOCK, par value \$0.001, 5,000,000 shares authorized; no shares issued and outstanding	-	-
COMMON STOCK, par value \$0.001, 150,000,000 shares authorized; 37,196,536 and 21,007,536 issued and outstanding in 2013 and 2012, respectively	37,197	21,008
ADDITIONAL PAID-IN CAPITAL	75,445,631	64,357,193
ACCUMULATED OTHER COMPREHENSIVE INCOME	7,312	13,116
ACCUMULATED DEFICIT	(81,534,776)	(70,910,322)
TOTAL STOCKHOLDERS' DEFICIT	(6,044,636)	(6,519,005)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$1,758,616	\$1,850,536

The accompanying notes to condensed consolidated financial statements are an integral part of these statements.

SANUWAVE HEALTH, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(UNAUDITED)

Three
Months
Ended

September
30,

2013